

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----	X	
In re	:	
	:	
RENTPATH HOLDINGS, INC.,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 45-2461735	:	
-----	X	
In re	:	
	:	
RENTPATH, LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 13-3647573	:	
-----	X	
In re	:	
	:	
CONSUMER SOURCE HOLDINGS LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 58-1858150	:	
-----	X	
In re	:	
	:	
DISCOVER HOME NETWORK, LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 27-0664311	:	
-----	X	

-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>EASY MEDIA, LLC,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 82-4515455</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 27-2664986</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT MA, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 61-1813113</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT VA, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 37-1857698</b>	:	
-----	X	

-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>LIVE RESPONSE SOLUTIONS</b>	:	
<b>HOLDINGS, LLC,</b>	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 46-3020462</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>LIVE RESPONSE SOLUTIONS, LLC,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 36-4765120</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>VIVA GROUP BROKERAGE, INC.,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 46-5187156</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>VIVA GROUP, LLC,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 95-4740789</b>	:	
-----	X	

**MOTION OF DEBTORS PURSUANT TO  
FED R. BANKR. P. 1015(b) FOR ENTRY OF ORDER  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

RentPath Holdings, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

**Background**

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. The Debtors commenced these chapter 11 cases on a prearranged basis with the support of an ad hoc committee of crossholder first lien and second lien lenders holding approximately 72% of prepetition first lien loans and approximately 45% of prepetition second lien loans (the “**Crossholder Ad Hoc Committee**”), an ad hoc group of second lien lenders holding approximately 39% of prepetition second lien loans (the “**Second Lien Ad Hoc Committee**” and, together with the Crossholder Ad Hoc Committee, the “**Consenting Creditors**”), and the Debtors’ prepetition equity sponsors (the “**Consenting Sponsors**”), which own or control approximately 99% of the outstanding equity interests in RentPath Holdings, Inc. (which directly or indirectly owns or controls one hundred percent (100%) of the prepetition equity interests in the other Debtors). The Consenting Creditors and the Consenting Sponsors have committed to effectuate a chapter 11 plan that contemplates the going concern sale of substantially all of the Debtors’ assets (collectively, the “**Acquired Assets**”) pursuant to the terms set forth in

that certain Restructuring Support Agreement, dated as of February 11, 2020 (the “**RSA**” and the parties thereto, the “**RSA Parties**”).

3. Prior to the Petition Date, the Debtors began a robust marketing and sale process which resulted in the submission of two binding bids for the Acquired Assets. After constructive dialogue and extensive negotiations, the Debtors are pleased to report that they have entered into a stalking horse purchase agreement with CSGP Holdings, LLC, an affiliate of CoStar Group, Inc., a commercial real estate information company (the “**Stalking Horse Bid**”). The Stalking Horse Bid provides for the going concern sale of substantially all of the Debtors’ assets for an aggregate purchase price equal to \$587.5 million in cash, plus certain assumed liabilities. In addition, pursuant to the RSA, the Crossholder Ad Hoc Committee has agreed to backstop the Debtors’ sale process by submitting a binding credit bid of the outstanding prepetition first lien claims in the amount of \$492.6 million (the “**Credit Bid**”).

4. The RSA provides for the postpetition continuation of the Debtors’ prepetition marketing of the Debtors’ assets to seek bids or proposals for potential transactions that, if representing a higher or otherwise better value for the Debtors’ stakeholders than the Stalking Horse Bid, will be pursued in lieu of the Stalking Horse Bid. The Credit Bid will serve as a back-up bid in the Debtors’ postpetition sale process, while the Debtors pursue the Stalking Horse Bid or any other higher or otherwise better bid. Consistent with their obligations under the Restructuring Support Agreement, the Debtors are seeking to emerge from chapter 11 on an expedited basis.

5. Contemporaneously herewith, the Debtors are seeking approximately \$74.1 million of debtor-in-possession financing to support the Debtors’ operations throughout the pendency of these chapter 11 cases.

6. Information regarding the Debtors' business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Richard Martin in Support of Debtors' Chapter 11 Petitions and First Day Relief*, sworn to on the date hereof (the "**Martin Declaration**"), which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

**Jurisdiction**

7. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

8. Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

**Relief Requested**

9. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Local Rule 1015-1, the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

10. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the "**Proposed Order**").

**Basis for Relief Requested**

11. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Under section 101(2) of the Bankruptcy Code, the term “affiliate” means:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote . . . .

11 U.S.C. § 101(2). The Debtors are affiliates of one another because RentPath Holdings, Inc. owns, either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors. Accordingly, this Court is authorized to jointly administer these cases for procedural purposes.

12. In addition, Local Rule 1015–1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes

that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1. Pursuant to Local Rule 1015-1, the Debtors have filed the Martin Declaration contemporaneously herewith. As set forth in the Martin Declaration, the joint administration of the Debtors' respective estates is warranted and will ease the administrative burden for the Court and parties in interest.

13. Joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the District of Delaware and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative pleadings and papers.

14. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates for procedural purposes and does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

*[Remainder of this page intentionally left blank]*



15. The Debtors respectfully request that these cases be administered under the following caption:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	X	
	:	<b>Chapter 11</b>
	:	
RENTPATH HOLDINGS, INC., <i>et al.</i> ,	:	<b>Case No. 20-_____ ( )</b>
	:	
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
	X	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: RentPath Holdings, Inc. (1735); RentPath, LLC (7573); Consumer Source Holdings LLC (8150); Discover Home Network, LLC (4311); Easy Media, LLC (5455); Electronic Lead Management, Inc. (4986); Electronic Lead Management MA, Inc. (3113); Electronic Lead Management VA, Inc. (7698); Live Response Solutions Holdings, LLC (0462); Live Response Solutions, LLC (5120); Viva Group Brokerage, Inc. (7156); and Viva Group, LLC (0789). The Debtors' mailing address is 950 East Paces Ferry Road NE, Suite 2600, Atlanta, Georgia 30326.

16. The Debtors also request that the following notation be entered on the docket in each Debtor's chapter 11 case (other than the chapter 11 case of RentPath Holdings, Inc.) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of RentPath Holdings, Inc., *et al.* The docket in Case No. 20-\_\_\_\_\_( ) should be consulted for all matters affecting this case.

17. The relief requested herein is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Court should authorize the relief requested.

**Notice**

18. Notice of this Motion will be provided to (a) the Office of the United States Trustee for the District of Delaware (Attn: Benjamin Hackman, Esq.); (b) the holders of the thirty

(30) largest unsecured claims against the Debtors on a consolidated basis; (c) the Internal Revenue Service; (d) the United States Attorney's Office for the District of Delaware; (e) Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Evan Fleck, Esq. and Nelly Almeida, Esq.) and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, Wilmington, DE 19801 (Attn: Robert Dehney, Esq. and Joseph Barsalona II, Esq.), as counsel to the Crossholder Ad Hoc Committee; (f) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip Dublin, Esq.), as counsel to the Second Lien Ad Hoc Committee; (g) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166 (Attn: Michael Baker, Esq. and Shekhar Kumar, Esq.), as counsel to the DIP Agent and First Lien Agent; (h) Pryor Cashman LLP, 7 Times Square, New York, New York 10036 (Attn: Seth Lieberman, Esq.), as counsel to the successor Second Lien Agent; and (i) Vinson & Elkins LLP, 1114 Avenue of the Americas, 32nd Floor, New York, New York 10036 (Attn: David Meyer, Esq.), as counsel to the Consenting Sponsors (collectively, the "**Notice Parties**"). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m).

19. The Debtors respectfully submit that no further notice is required. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

*[Remainder of this page intentionally left blank]*

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: February 12, 2020  
Wilmington, Delaware

/s/ Zachary I. Shapiro

RICHARDS, LAYTON & FINGER, P.A.

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-and-

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Andriana Georgallas (*pro hac vice* pending)

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Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----	X	
In re	:	
	:	
RENTPATH HOLDINGS, INC.,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 45-2461735	:	
-----	X	
In re	:	
	:	
RENTPATH, LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 13-3647573	:	
-----	X	
In re	:	
	:	
CONSUMER SOURCE HOLDINGS LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 58-1858150	:	
-----	X	
In re	:	
	:	
DISCOVER HOME NETWORK, LLC,	:	Chapter 11
	:	
Debtor.	:	Case No. 20-[_____] (____)
	:	
Tax I.D. No. 27-0664311	:	
-----	X	

-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>EASY MEDIA, LLC,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 82-4515455</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 27-2664986</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT MA, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 61-1813113</b>	:	
-----	X	
	:	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>ELECTRONIC LEAD</b>	:	
<b>MANAGEMENT VA, INC.,</b>	:	
	:	<b>Case No. 20-[_____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 37-1857698</b>	:	
-----	X	

-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>LIVE RESPONSE SOLUTIONS</b>	:	
<b>HOLDINGS, LLC,</b>	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 46-3020462</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>LIVE RESPONSE SOLUTIONS, LLC,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 36-4765120</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>VIVA GROUP BROKERAGE, INC.,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 46-5187156</b>	:	
-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
<b>VIVA GROUP, LLC,</b>	:	
	:	
	:	<b>Case No. 20-[____] (____)</b>
<b>Debtor.</b>	:	
	:	
<b>Tax I.D. No. 95-4740789</b>	:	
-----	X	

**ORDER PURSUANT TO FED R. BANKR. P. 1015(b)**  
**DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion, dated February 12, 2020 (the “**Motion**”)<sup>1</sup> of RentPath Holdings, Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 directing joint administration of their chapter 11 cases, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Martin Declaration; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 20-\_\_\_\_\_ ( ).

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, the Debtors, or the Debtors' estates.

4. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	X	
	:	<b>Chapter 11</b>
	:	
RENTPATH HOLDINGS, INC., <i>et al.</i> ,	:	<b>Case No. 20-_____ ( )</b>
	:	
	:	
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
	X	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: RentPath Holdings, Inc. (1735); RentPath, LLC (7573); Consumer Source Holdings LLC (8150); Discover Home Network, LLC (4311); Easy Media, LLC (5455); Electronic Lead Management, Inc. (4986); Electronic Lead Management MA, Inc. (3113); Electronic Lead Management VA, Inc. (7698); Live Response Solutions Holdings, LLC (0462); Live Response Solutions, LLC (5120); Viva Group Brokerage, Inc. (7156); and Viva Group, LLC (0789). The Debtors' mailing address is 950 East Paces Ferry Road NE, Suite 2600, Atlanta, Georgia 30326.

5. A docket entry shall be made in each of the above-captioned cases (other than in the chapter 11 case of RentPath Holdings, Inc.) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of RentPath Holdings, Inc., *et al.* The docket in Case No. 20-\_\_\_\_\_( ) should be consulted for all matters affecting this case.

6. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
Wilmington, Delaware

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE